

VIRGIN MEDIA INC.

Form 4

June 12, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GALE ROBERT

(Last) (First) (Middle)

C/O VIRGIN MEDIA INC., 65  
BLEECKER STREET, 6TH FLOOR

(Street)

NEW YORK, NY 10012

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
VIRGIN MEDIA INC. [VMED]3. Date of Earliest Transaction  
(Month/Day/Year)  
06/07/20134. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

VICE PRESIDENT, CONTROLLER

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/07/2013		D		36,043	D	\$ 0 (1)	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.12	06/07/2013		D	2,808	<u>(2)</u>	01/07/2020	Common Stock	2,808
Stock Option (Right to Buy)	\$ 23.33	06/07/2013		D	16,250	<u>(3)</u>	03/14/2014	Common Stock	16,250
Stock Option (Right to Buy)	\$ 25.54	06/07/2013		D	16,612	<u>(3)</u>	04/27/2015	Common Stock	16,612
Stock Option (Right to Buy)	\$ 24.74	06/07/2013		D	21,055	<u>(3)</u>	07/05/2016	Common Stock	21,055
Stock Option (Right to Buy)	\$ 24.36	06/07/2013		D	24,425	<u>(3)</u>	05/15/2017	Common Stock	24,425
Stock Option (Right to Buy)	\$ 12.51	06/07/2013		D	18,692	<u>(3)</u>	04/13/2018	Common Stock	18,692
Stock Option (Right to Buy)	\$ 8.73	06/07/2013		D	17,690	<u>(4)</u>	07/11/2019	Common Stock	17,690
Stock Option (Right to Buy)	\$ 17.16	06/07/2013		D	14,596	<u>(5)</u>	01/06/2020	Common Stock	14,596
Stock Option (Right to Buy)	\$ 25.31	06/07/2013		D	12,845	<u>(6)</u>	01/27/2021	Common Stock	12,845

Stock Option (Right to Buy)	\$ 24.34	06/07/2013	D	13,243	<u>(7)</u>	01/25/2022	Common Stock	13,243
Stock Option (Right to Buy)	\$ 39.39	06/07/2013	D	8,220	<u>(8)</u>	01/23/2023	Common Stock	8,220
Sharesave Option (Right to Buy)	<u>(9)</u>	06/07/2013	D	437	<u>(9)</u>	04/30/2015	Common Stock	437

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALE ROBERT C/O VIRGIN MEDIA INC. 65 BLEECKER STREET, 6TH FLOOR NEW YORK, NY 10012			VICE PRESIDENT, CONTROLLER	

## Signatures

/s/ Robert Gale 06/12/2013

\_\_Signature of  
Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Disposed of in exchange for shares of a new parent company, Liberty Global plc ("LG plc"), upon consummation of the combination of Virgin Media Inc. ("Virgin Media") and Liberty Global Inc. under LG plc (the "Merger") pursuant to that certain agreement and plan of merger dated as of February 5, 2013, as amended, at an exchange rate of one share of common stock of Virgin Media for 0.2582 of a Class A LG plc ordinary share and 0.1928 of a Class C LG plc ordinary share and \$17.50 in cash.

(2) This option, a portion of which was fully exercisable prior to the Merger and 24 shares of which will vest on January 1, 2015, was granted under Virgin Media's UK tax-qualified Company Share Option Plan ("CSOP"), was exchanged upon the Merger for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second exercisable for 0.3077 of a Class C LG plc ordinary share. The exercise price of the converted options was adjusted accordingly.

(3) The option had become fully exercisable prior to the Merger and was exchanged upon the Merger for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second exercisable for 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of the converted options was adjusted accordingly.

(4) The option, a portion of which was vested and exercisable prior to the Merger and a portion of which was subject to accelerated vesting in connection the Merger, was exchanged for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second exercisable for 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of the converted options was adjusted accordingly.

(5) The option, a portion of which was vested and exercisable prior to the Merger and for which 3,476 shares will vest on January 1 of 2014 and 2015, was exchanged for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second

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exercisable for 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of the converted options was adjusted accordingly. Vesting and settlement of such converted awards will accelerate if the Reporting Person is subject to an involuntary termination of employment (as described in the Merger Agreement) on or prior to December 31, 2014.

- (6) The option, 40% of which was vested and exercisable prior to the Merger and for which 20% will vest on January 1, 2014 and each January 1 thereafter until fully vested, was exchanged for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second exercisable for 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of the converted options was adjusted accordingly. Vesting and settlement of such converted awards will accelerate if the Reporting Person is subject to an involuntary termination of employment (as described in the Merger Agreement) on or prior to December 31, 2014.

- (7) This option, which was exercisable as to 20% of the shares on January 1, 2013 and will be exercisable as to an additional 20% on each January 1 thereafter until fully vested, was exchanged upon the Merger for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second exercisable for 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of the converted options was adjusted accordingly. Vesting and settlement of such converted awards will accelerate if the Reporting Person is subject to an involuntary termination of employment (as described in the Merger Agreement) on or prior to December 31, 2014.

- (8) This option, which will be exercisable in five equal installments beginning on January 1, 2014 and each January 1 thereafter until fully vested, was exchanged upon the Merger for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second exercisable for 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of the converted option was adjusted accordingly.

- (9) This option was granted under the Virgin Media Sharesave Plan and exchanged upon the Merger for an option, in respect of 0.4123 of a Class A LG plc ordinary share and 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of the shares was also adjusted accordingly. The option under the Sharesave Plan matures and is exercisable beginning in November 2014.

### Remarks:

The disposition of the referenced securities of Virgin Media, Inc. by the Reporting Person was made as a result of the business

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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